

Verne, B. Michael

Item 3(d)

**From:** [REDACTED]  
**Sent:** Thursday, February 16, 2006 8:08 AM  
**To:** Verne, B. Michael  
**Subject:** Documentary Attachment 3(d)

Mike:

I presume, but would like to verify, that parties can make an HSR filing on an agreed upon Term Sheet.

It strikes me that this is just as "binding" as a Letter of Intent (which often have broad ranging out-clauses).

In such filing, all other formalities (e.g. the Affidavit, etc) would be followed.

What would the PNO require of such Term Sheet? Should it be signed by the parties?

Thanks for your time and help.

TERM SHEET IS OK IF  
EXECUTED BY BOTH PARTIES

*Blue*  
2/16/06

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